

- A. 100,000 shares acquired upon the exercise of options at an exercise price of \$4.39 per share (A)
- B. 100,000 shares sold at \$19.50 per share (D)(2)

5. Amount of Securities Beneficially Owned at End of Month
(Instr. 3 and 4)

82,062

6. Ownership Form: Direct(D) or Indirect(I) (Instr. 4)

71,234(D); 10,828 (I)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

See Footnote (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)

Employee Stock Option (Right to Buy)

2. Conversion or Exercise Price of Derivative Security

\$4.39

3. Transaction Date (Month/Day/Year)

6/20/2001 (1)

4. Transaction Code (Instr. 8)

M

5. Number of Derivative Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4, and 5)

Exercised option to purchase 100,000 shares of common stock (D)

6. Date Exercisable and Expiration Date (Month/Day/Year)

See Footnote (4)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

Common Stock; 100,000 shares

8. Price of Derivative Securities (Instr. 5)

9. Number of Derivative Securities Beneficially Owned at End of Month
(Instr. 4)

127,894

10. Ownership Form of Derivative Security: Direct(D) or Indirect(I)
(Instr. 4)

(D)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

Not applicable.

EXPLANATION OF RESPONSES:

(1) On June 20, 2001, the reporting person entered into a Purchase Agreement between Rayovac Corporation, the underwriters named in Schedule A thereto and the selling shareholders named in Schedule B thereto with respect to sales of common stock of Rayovac Corporation, including the transactions reported herein. The closing of the transactions contemplated by the Purchase Agreement occurred on June 26, 2001.

(2) The price per share does not reflect underwriting discounts of \$.925 per share.

(3) The reporting person's spouse holds 4,443 shares, the reporting person's daughter holds 2,500 shares and the reporting person's brother holds 3,000 shares as guardian for the reporting person's daughter. The reporting person also holds 885 shares through the Rayovac 401(k) Retirement Savings Plan.

(4) The option vests and becomes exercisable in equal annual installments over a five-year period that commenced October 1, 1996. The option expires on October 1, 2006.

/s/ James T. Lucke, as attorney-in-fact

July 3, 2001

** SIGNATURE OF REPORTING PERSON

DATE

** INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS CONSTITUTE FEDERAL CRIMINAL VIOLATIONS. SEE 18 U.S.C. 1001 AND 15 U.S.C. 78ff(a).

NOTE: FILE THREE COPIES OF THIS FORM, ONE OF WHICH MUST BE MANUALLY SIGNED. IF SPACE IS INSUFFICIENT, SEE INSTRUCTION 6 FOR PROCEDURE.

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB NUMBER.

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